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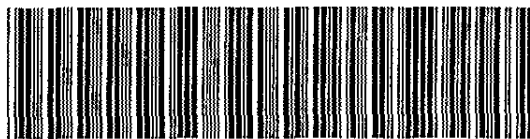
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03 OCT 16 PM 1:15
SECRETARY OF STATE
-ALLAHASSET FLORIDA

NANETTE H. WILLIAMS
611 PONTE VEDRA LAKES BLVD., UNIT 2502
PONTE VEDRA BEACH, FLORIDA 32082

October 14, 2003

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Enclosed are Articles of Incorporation for BEACHES Real Estate, Inc. along with a check in the amount of \$78.75 for filing fee and fee of certification.

Sincerely,

A handwritten signature in black ink that reads "Nanette H. Williams". The signature is written in a cursive style with a large initial "N".

Encl.

ARTICLES OF INCORPORATION

of

BEACHES Real Estate, Inc.

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TALLAHASSEE FLORIDA

I, the undersigned, do hereby form a corporation for the purpose hereinafter stated and do hereby certify as follows:

ARTICLE I - Name

The name of this corporation shall be and is hereby declared to be BEACHES Real Estate, Inc.

ARTICLE II - Duration

The period of its duration is perpetual.

ARTICLE III - Purpose

This corporation is organized for the purpose of conducting, to the extent permitted by Florida Law or to carry on in any capacity any business or trade deemed legal in the State of Florida.

In furtherance and not in limitation, of the general powers conferred by the laws of the State of Florida and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers, to wit:

To have one or more offices conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency, or county.

ARTICLE IV - Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares of common stock, each share having a par value of \$1.00. Said authorized shares may be divided into voting and non-voting shares before issuance by action of the Board of Directors; provided, however, that in the event such designation is not specifically made by the Board of Directors, said stock shall be deemed voting.

Authorized capital stock may be paid for in cash, service, or property at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE V - Initial Registered Office and Agent

That BEACHES Real Estate, Inc. desiring to qualify under the laws of the State of Florida, with its principal place of business at 611 Ponte Vedra Lakes Blvd, Unit 2502, Ponte Vedra Beach, FL 32082, has named Nanette H. Williams located at the above address as its Registered Agent to accept service of process within the State of Florida.

ARTICLE VI - Initial Board of Directors

The corporation shall have one Director initially. The number of Directors may be either increased or decreased from time to time by an amendment of the By-laws of the corporation in the manner provided by law, but shall never be less than the initial number of Directors. The name and address of the Director of this corporation is:

Nanette H. Williams

611 Ponte Vedra Lakes Blvd., Unit 2502
Ponte Vedra Beach, FL 32082

ARTICLE VII - Shareholders' Pre-emptive Rights

Each shareholder of the corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio to the number of shares he or she holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of this notice from the corporation.

ARTICLE VIII - Director Quorum and Voting

Only a majority of the Directors shall constitute a quorum for a meeting of the Directors of this corporation. If a quorum is present, the affirmative vote of a majority of the Directors present or, if a Director or Directors have abstained from voting because of an interest in the matter to be

voted upon, the affirmative vote of the majority of Directors present and voting, shall be the act of the Board of Directors.

ARTICLE IX - Meetings, Conference Telephone

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law but regular meetings of the Board of Directors must be attended in fact in person by each Director.

ARTICLE X - Amendment of Articles and By-laws

The Articles of Incorporation and/or By-laws may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, presented by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, manifesting their intention that a certain amendment be made.

ARTICLE XI - Removal of Directors

At a meeting of shareholders called expressly for that purpose, any one Director, or the entire Board of Directors, may be removed, with or without cause, by a vote of the holders of fifty-one percent (51%) of the shares then entitled to vote at an election of Directors.

ARTICLE XII - Directors' Authority to Set Compensation

The Board of Directors shall have the authority to set the amount of compensation to be paid to corporate officers. Such compensation shall be reasonable in amount in accordance with the services rendered by corporate officers to, and on behalf of the corporation.

ARTICLE XIII - Informal Action of Directors

If all Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XIV - Indemnification

The corporation shall indemnify the officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XV - Initial Subscribers

The name and address of the initial subscriber to these Articles of Incorporation, and number of shares of stock of this corporation which he agrees to take is as follows:

NAME	NO. OF SHARES	ADDRESS
Nanette H. Williams	100	611 Ponte Vedra Lakes Blvd. Unit 2502 Ponte Vedra Beach, FL 32082

ARTICLE XVI - Initial Capital

The amount of capital with which this corporation shall begin business is \$100.00.

ARTICLE XVII - Effective Date

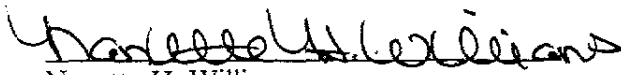
This corporation shall commence existence upon filing of these Articles of Incorporation by the Department of State.

ARTICLE XVIII - Acceptance by Registered Agent

Having been named to accept service of process for the above named corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 45.901, Florida statutes.


Nanette H. Williams
Registered Agent

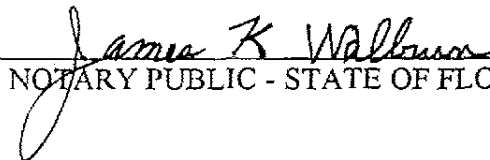
IN WITNESS WHEREOF, I have set my hands and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14th day of October, 2003.


Nanette H. Williams

STATE OF FLORIDA)
COUNTY OF ST JOHNS)

BEFORE ME, the undersigned authority, personally appeared Nanette H. Williams, who is personally known to me and known to me to be the individual described in and first being duly sworn, executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 14th day of October, 2003.


NOTARY PUBLIC - STATE OF FLORIDA



James K Walburn
My Commission DD200101
Expires May 04, 2007

FILED
03 OCT 16 PM 1:15
SECRETARY OF STATE
TALLAHASSEE FLORIDA